



COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION
-of-
BRITISH EVENTING LIMITED

Company No. 3218925

Interpretation:

1.1 In these Articles the following words and expressions shall have the following meanings:

"Appointed Directors"	Directors of the Company appointed by the Directors pursuant to Article 33.2;
"Associate"	an associate member of the Company not having any right to receive notice of or vote at any General Meeting of the Company;
"Clear Days"	(in relation to the period of a Notice) that period excluding the day when the Notice is given, or deemed to be given, and the day for which it is given or on which it is to take effect;
"Directors"	the Directors of the Company from time to time;
"Elected Directors"	Directors of the Company elected by the Members pursuant to Article 33.1;
"executed"	includes any mode of execution;
"Member"	a member of the Company having the right to receive notice of and attend and vote at any General Meeting of the Company;
"Office"	the registered office of the Company;
"Term of Office"	in the context of a Director any period starting with the date upon which he is elected or appointed as a Director and ending upon the date when he resigns or stands down as or otherwise ceases to be a Director;
"the Act"	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

"the Articles"	the Articles of Association of the Company;
"the Company"	means British Eventing or its successor in title;
"the Seal"	the Common Seal of the Company;
"Secretary"	the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company including a joint assistant or deputy secretary;
"Year" and "Years"	for the purposes of Article 37.1(d), 38.2, 42.1 and 57 (and any other Article where the context so requires) means the annual period between the meeting at which the relevant election or appointment takes place and the equivalent meeting in the following year or subsequent years and shall not be restricted in its interpretation to a period of 365 (or where appropriate 366) days.

- 1.2 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company, and words denoting any one gender include all genders.

Objects:

2. The Company is established for the purposes expressed in the Memorandum of Association.

Members and Associates:

3. The subscribers to the Memorandum of Association of the Company, and such other persons as are admitted to membership in accordance with the Articles, shall be members of the Company and shall be called Members or Associates. No person shall be admitted a Member or Associate unless he has first paid the fee set by the Directors. Every person who wishes to become a Member or Associate shall deliver to the Company an application for membership in such form as the Directors shall require executed by him.
4. A Member or Associate may at any time withdraw from the Company by giving at least seven clear days notice to the Company. Membership shall not be transferable and shall cease on death.
5. The Board may also at its discretion terminate the membership of any Member, but the requirements of natural justice shall be respected, and a Member shall be entitled to be heard in his own defence by the Directors or a Committee of the Directors, being not less than three in number, or other body appointed by the Directors whose personnel shall not previously have adjudicated in this respect.

President Vice Presidents

Patrons, Friends and Association:

6. The Directors may appoint any person to be the President and any person or persons to be vice-Presidents or Patrons of the Company for such term or terms specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointments be Directors or Members or Associates of the Company.

7. It shall be lawful for the Directors to provide for the admission of such persons as they may think fit to be friends or associates of the Company (by whatever name called) and to make rules governing the rights duties and liabilities (if any) of such friends or associates but so that such persons shall not by virtue of being friends or associates as aforesaid be Members or Associates and their rights (if any) shall not include a right to vote at General Meetings of the Company. The Secretary shall keep an accurate register of and the rules governing such friends or associates of the Company.

General Meetings:

8. 8.1 The Company shall within fifteen months of its last Annual General Meeting hold a General Meeting as its Annual General Meeting in addition to any other meetings and shall specify the meeting as such in the Notices calling it. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.
- 8.2 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
9. The Directors may call General Meetings and, notwithstanding the provisions of the Act, on the requisition of 100 Members shall forthwith proceed to convene an Extraordinary General meeting for a date not later than eight weeks after receipt of the requisition. If there are not within Great Britain sufficient Directors to call a General Meeting, any Director or any Member of the Company may call a General Meeting.

Notice of General Meetings:

10. 10.1 An Annual General Meeting, or a meeting at which is proposed a resolution electing a person as a Director, shall be called by giving at least twenty one Clear Days' notice. An Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty one Clear Days' notice. All other Extraordinary General Meetings shall be called by at least fourteen Clear Days' notice but a General Meeting may be called by shorter notice if it is so agreed:
 - 10.1:1 in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; and
 - 10.1:2 in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the Members;
- 10.2 The Notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such;
- 10.3 The Notice shall be given to all the Members and to the Directors and Auditors.
11. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice, shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings:

12. No business shall be transacted at any meeting unless a quorum is present. Twelve persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.

13. If no such quorum is present within half an hour from the time appointed for the meeting or, if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other time as the Directors may determine.
14. The Chairman, if any, of the Board of Directors or, in his absence some other Director nominated by the Directors, shall preside as Chairman of the meeting but, if neither the Chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be Chairman and, if there is only one Director present and willing to act, he shall be Chairman.
15. If no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be Chairman.
16. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any General Meeting.
17. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
18. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act a poll may be demanded:
 - 18.1 by the Chairman; or
 - 18.2 by at least two Members having the right to vote at the meeting; or
 - 18.3 by a Member or Members representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting;and a demand by a person as proxy for a Member shall be the same as a demand by the Member.
19. Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, an entry to that effect in the Minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
20. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
21. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. Not used.
23. A poll demanded by the Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such other time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than a question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
24. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
25. A resolution in writing executed by, or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present, shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form, each executed by or on behalf of one or more Members.

Vote of Members:

26. On a show of hands, every Member present in person shall have one vote. On a poll, every Member present in person, or by proxy (subject to the provisions of Article 41), shall have one vote.
27. Not used.
28. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
29. Proxies may only validly be appointed by a notice in writing which:
 - 29.1 states the name and address of the Member appointing the proxy;
 - 29.2 identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;
 - 29.3 is signed by or on behalf of the Member appointing the proxy, or is verified in such manner as the directors may determine; and
 - 29.4 is delivered to the Company in accordance with the articles and any instructions contained in the notice of the General Meeting to which they relate.
30. The Company may require an instrument appointing a proxy to be delivered in a particular form, and may specify different forms for different purposes and the proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions. Unless a proxy notice indicates otherwise, it must be treated as:

- 30.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 30.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
31. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified by any person qualified to do so or in some other way approved by the Directors shall:
- 31.1 be deposited at the Registered Office of the Company, or such other place within Great Britain as is specified in the notice convening the meeting, or in any instrument of proxy sent out by the Company in relation to the meeting by 9.00 am on the day before the date for the holding of the meeting, or adjourned meeting, at which the person named in the instrument proposes to vote; or
 - 31.2 the deposit referred to in the immediately preceding subclause may be by way of electronic facsimile or by way of electronic-mail sent to such address as may be specified by the Company in the notice convening the meeting provided that the decision of any meeting shall not be rendered invalid by the virtue of any non receipt or other alleged irregularity as a result of this method of transmission;
 - 31.3 in the case of a poll taken more than forty eight hours after it is demanded be deposited as aforesaid after the poll has been demanded and not less than twenty four hours before the time appointed for the taking of the poll; or
 - 31.4 where the poll is not taken forthwith, but is taken not more than forty eight hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary or to any Director
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
32. A vote given or poll demanded by proxy, or by the duly authorised representative of a corporation, shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office or at such other place at which instruments of proxy were to be deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Number of Directors:

33. There shall be at any one time a minimum of three and a maximum of nine Directors. The Board shall comprise:
- 33.1 up to four Elected Directors, persons elected by the Members in accordance with the provisions of Article 38;
 - 33.2 up to four Appointed Directors, persons appointed by the Directors from time to time in accordance with the provisions of Article 42.1;
 - 33.3 the Chief Executive Officer of the Company during his employment as such.

Powers of Directors:

34. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles, and no such direction, shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors, at which a quorum is present, may exercise all powers exercisable by the Directors.
35. The Directors may, by Power of Attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.

Delegation of Directors' Powers:

36. The Directors may delegate any of their powers to any committee consisting of one or more Directors or other persons. They may also delegate to the Chief Executive, any Director holding any other executive office and any consultant or employee of the Company such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such condition, the proceedings of a Committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.

Appointment and Retirement of Directors:

37. 37.1 No person shall be eligible to be or remain a Director:-
- (a) unless he is a Member;
 - (b) if he has an entitlement to compete in horse trials or other equestrian competitions as a rider or manager of a team for any country other than Great Britain, unless he shall have made a statutory declaration in a form approved by the Directors that he will not so compete; or
 - (c) if, in the opinion of the Directors, his objectives are not aligned with those of the Company;
 - (d) after he has served as a Director for eight consecutive years until two further years have passed, during which he has not been a Director. This does not apply to the Chief Executive Officer, who is a Director by virtue of his office.
- 37.2 No person shall be elected or appointed a Director after his 73rd birthday unless the Directors resolve to the contrary in any particular case.
- 37.3 Directors must declare all actual or potential direct and indirect conflicts that they may or do have under Section 175 of the Companies Act 2006. This includes the exploitation of any property, information or opportunity whether the Company could have taken advantage of such property, information or opportunity. The Directors may authorise matters giving rise to such actual or potential conflicts in accordance with the Act.

38. 38.1 At each Annual General Meeting the Members may appoint a number of Elected Directors to fill any vacancies in their number, provided that notwithstanding the number of vacancies, no more than three Elected Directors may be appointed at any Annual General Meeting.
- 38.2 Subject to the provisions of Article 37.1, Elected Directors shall hold office until the Annual General Meeting, which is four years after their appointment, at which they will be required to retire and may be available for re-election. Retiring Elected Directors shall retain office at such Annual General Meeting until they are either re-elected or are replaced and in the event that they are neither re-elected or replaced until the end of the meeting.
39. No Member shall be appointed or reappointed an Elected Director at any General Meeting:-
- 39.1 unless not less than sixty Clear Days before the date appointed for the meeting, a nomination notice in such form as the Directors shall determine from time to time signed by such Member has been given to the Company of the intention of that Member to stand for appointment or reappointment stating the particulars which would if he were so appointed or reappointed be required to be included in the Company's Register of Directors and also stating particulars as to their involvement in the sport of eventing, and any potential conflicts that they may have or foreseeably have under Section 175 of the Companies Act 2006;
- 39.2 if he has served, or will by the time of the relevant General Meeting, have served two consecutive Terms of Office.
40. Not less than twenty one Clear Days before the date appointed for holding an Annual General Meeting, at which Elected Directors are due to be appointed, notice shall be given to all who are entitled to receive notice of the meeting, of any Member who is recommended by the Elected Directors for appointment or reappointment as an Elected Director at the meeting, or in respect of whom a nomination notice has been duly given to the Company of the intention to stand at the meeting for appointment or reappointment as an Elected Director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's Register of Directors.
41. Where there are more nominations for persons to be appointed as Elected Directors than available places there will be an election at the relevant meeting from the candidates. Voting for such an election will be permitted in person, by post, by e-mail or in such manner as the Directors shall from time to time prescribe.
- In the event of an equality of votes on an election, the Chairman of the meeting at which the election takes place, shall have a second or casting vote.
42. 42.1 The Directors may appoint a person who is willing to act to be an Appointed Director to fill a vacancy in that office. A Director so appointed shall hold office for so long as the Directors shall specify (subject to a maximum of four years).
- 42.2 Persons appointed under Article 42.1, upon completion of their term of office, shall retire and be available for reappointment subject to the provisions of Article 37.1.
- 42.3 The Directors may at any time remove any Appointed Director.
43. Should a vacancy arise in respect of an Elected Director during his Term of Office that

vacancy shall remain vacant until the next due date for the appointment of Elected Directors under Article 38.

44. Not used.

45. Not used.

Disqualification and Removal of Directors:

46. The office of a Director shall be vacated if:

46.1 he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law or by these Articles from being a Director; or

46.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

46.3 he is, or may be, suffering from mental disorder and either:

46.3.1 two registered medical practitioners who are, or who have assessed that person, giving written opinions to the Company stating that that person has become mentally incapable of acting as a director and may remain so for more than three months; or

46.3.2 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

46.4 he resigns his office by notice to the Company; or

46.5 he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated;

46.6 he owes money to the Company which remains outstanding for more than ninety days after the date it was due to be paid;

46.7 being an employee of the Company, he ceases to be such an employee;

46.8 he pleads guilty, or is found guilty of an imprisonable offence.

Suspension of Directors:

47. The Directors shall have the power to suspend any Director from that office on such terms and for such period as they shall think fit (and subsequently to revoke such suspension) if in their discretion they consider it appropriate so to do following any act or omission of such Director which brings, or would, in the opinion of the Directors, be likely to bring the Company or the sport of eventing into disrepute.

Any Director so suspended shall not be entitled to attend or vote at any meeting of the Directors nor receive notice of any such meeting during the period of such suspension.

Remuneration of Directors:

48.1 The Directors shall not be entitled to any remuneration unless the Company may by ordinary resolution determine save where any Director is appointed to an executive position within the Company, in which case his remuneration shall be determined by the Board.

48.2 The Directors can determine an honorarium amount for the Chairman of the Company not to exceed five thousand pounds per annum.

Directors' Expenses:

49. The Directors may be paid all reasonable travelling hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or Committee of Directors or General Meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

Directors' Appointments and Interests:

50. Subject to the provisions of the Act and of the Memorandum, the Directors will appoint a Chief Executive Officer and, in addition, one or more of their number to any other executive office under the Company and may enter into an agreement or arrangement with any Director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a Director.

51. If a conflict of interest arises, or may arise, for any Director ("the Conflicted Director") because the Conflicted Director has or may have a separate direct or indirect interest or duty in a matter to be decided and the matter is not authorised by Article 52, the Conflicted Director must:

51.1 declare the nature and extent of his/her interest at or before discussion begins on the matter;

51.2 withdraw from the meeting for that item after providing any information requested by the remaining Directors;

51.3 not be counted in the quorum for that part of the meeting;

51.4 be absent during the vote and having no vote on the matter.

52. When any Director is a Conflicted Director, the Directors who are not Conflicted Directors, if they form a quorum without counting the Conflicted Director and are satisfied that the conflict is not a material conflict, may by resolution passed in the absence of the Conflicted Director, authorise the Conflicted Director, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Director, to continue to participate in discussions leading to the making of a decision and/or to vote and count in the quorum.

Proceedings of Directors:

53. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.

54. The Directors shall meet at least six times in each year. A meeting of the Directors may be held by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants.
55. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be not less than three Directors.
56. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a General Meeting.
57. The Directors sitting as a full Board including both the Elected and Appointed Directors may appoint one of their number to be the Chairman of the Board of Directors and may at any time remove him from that office. The Chairman shall, subject to him remaining a Director, hold office for a term of four years at a time subject to a maximum of two consecutive such Terms of Office. Unless he is unwilling to do so, the Chairman shall preside at every meeting of Directors at which he is present. If there is no holder of the office of Chairman, or if the Chairman is unwilling to preside or is not present within five minutes after the time appointed for the meeting, then the Directors present may appoint one of their number to be Chairman of the meeting.
58. All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
59. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
60. Save as otherwise provided by the Articles, a Director shall not vote at a meeting of Directors, or of a committee of Directors, on any resolution concerning a matter in which he has directly or indirectly an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

For the purposes of this regulation an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company) connected with a Director shall be treated as an interest of the Director.

61. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
62. The Company may by ordinary resolution suspend or relax to any extent either generally or in respect of any particular matter any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.
63. Where proposals are under consideration concerning the appointment of two or more Directors to offices, or employments with the Company, or any body corporate in which the Company is interested, the proposals may be divided and considered in relation to each

Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

64. If a question arises at a meeting of Directors, or of a committee of Directors, as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any Director, other than himself, shall be final and conclusive.

Secretary:

65. Subject to the provisions of the Act the Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

Minutes:

66. The Directors shall cause Minutes to be made in books kept for the purpose:
- 66.1 of all appointments of officers made by the Directors; and
- 66.2 of all proceedings at meetings of the Company and of the Directors and of committees of Directors including the names of the Directors present at each such meeting.

The Seal:

67. The Seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by two Directors.

Accounts:

68. No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Directors or by ordinary resolution of the Company.

Notices:

69. Any Notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.
70. The Company may give any notice to a Member or Associate, either personally, or by sending it by post in a prepaid envelope addressed to the Member or Associate at his registered address, or by leaving it at that address, or by suitable electronic means including fax, email or by posting it on the Company's website. A Member or Associate, whose registered address is not within Great Britain and who gives to the Company an address within Great Britain at which notices may be given to him, shall be entitled to have notices given to him at that address but otherwise no such Member or Associate shall be entitled to receive any notice from the Company.
71. A Member present either in person or by proxy at any meeting of the Company shall be deemed to have received notice of the meeting and where requisite of the purposes for

which it was called.

72. A notice shall be deemed to be given:
- 72.1 24 hours after being sent by electronic means (including fax or email) or delivered by hand to the relevant address;
 - 72.2 four clear days after being sent by first class post to that address;
 - 72.3 seven clear days after being sent by second class post to that address;
 - 72.4 on the date of publication of a newspaper containing the notice;
 - 72.5 on the date that the Member is deemed to have received notice in accordance with articles 72.1-72.4 and 72.6-72.7 that information or notice of a company meeting have been made available on the Company's website;
 - 72.6 on being handed to the Member (or, in the case of a Member organisation, its authorised representative) personally; or, if earlier;
 - 72.7 as soon as the Member acknowledges actual receipt.

Winding Up:

73. On the winding-up and dissolution of the Company the provisions of the Memorandum of Association shall have effect as if repeated in these Articles.

Indemnity:

74. Subject to the provisions of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company and in accordance with paragraph 3.19 of the Company's Memorandum of Association the Company, may effect indemnity insurance in respect of any such liability.

Rules:

75. 75.1 The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- 75.1:1 the conduct of the sport of Horse Trials, the admission and classification of Members or Associates of the Company (including the admission of organisations to membership) and the rights and privileges of such Members or Associates and the conditions of membership and the terms on which members may resign, or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by

Members;

- 75.1:2 the conduct of Members or Associates of the Company in relation to one another and to the Company's servants;
 - 75.1:3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - 75.1:4 the procedure at General Meetings and meetings of Directors and committees of the Directors in so far as such procedure is not regulated by the Articles;
 - 75.1:5 generally all such matters as are commonly the subject matter of Company rules.
- 75.2 All rules and bye laws shall be binding on all Members or Associates of the Company Provided That no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.
- 75.3 The Company in General Meeting may make recommendations for altering or adding to or repealing the rules or bye laws and the Directors shall consider such recommendations at their next following Directors Meeting.

Corporate Members:

76. Not used.

Abandonment Fund:

77. 77.1 The Directors may establish, maintain and make withdrawals from a fund ("the Abandonment Fund") for the purposes of compensating the organisers and/or entrants of horse trials in the event of the cancellation or abandonment thereof by such means and on such terms as the Directors may from time to time decide.
- 77.2 Any sums previously collected by the Company for the purposes referred to in Article 77.1 and now held by the Company at the date of adoption of this Article shall be credited to the Abandonment Fund and treated as part of it.
- 77.3 The Abandonment Fund assets shall not be treated as part of the general assets of the Company, but (whilst the Company continues to operate for the objects for which it was established) shall be used exclusively for the purposes referred to in Article 77.1 and pending use for such purpose the Abandonment Fund assets shall be retained in cash with the Company's Bankers.
- 77.4 If on the winding-up or dissolution of the Company (or upon the Company otherwise ceasing to operate for the objects for which it was established) there remains any balance standing to the credit of the Abandonment Fund such balance shall be given or transferred to some other body or bodies (whether or not a member or members of the Company) the objects of which are charitable and relate to horses.

